

This listing of claims will replace all prior versions, and listings, of claims in the application:

LISTING AND AMENDMENT OF CLAIMS:

1. (currently amended) A headliner assembly comprising:

at least one core layer having upper and lower surfaces and formed of loosely intertangled polyester fibers; and

a pair of bi-component layer formed of densely intertangled polyester fibers and attached to said respective upper and lower surfaces of said core layer, wherein said fibers of at least one of said bi-component layers are needled with said fibers of said core layer to intertangle said respective fibers and attach said bi-component layer to said core layer.

2. (original) A headliner assembly as set forth in claim 1 further including an outer covering layer attached to at least one of said bi-component layers.

3. (currently amended) A headliner assembly as set forth in claim 2 further including an upper bi-component layer attached to the upper surface of the core layer by [[a web adhesive]] needling and intertangling said fibers of said upper bi-component layer with said fibers of said core layer and a lower bi-component layer attached to the lower surface of the core layer by needling and intertangling said fibers of said lower bi-component layer with said fibers of said core layer [[a web adhesive]].

4. (original) A headliner assembly as set forth in claim 3 further including a pair of core layers interconnected by a web adhesive between said upper and lower bi-component layers.

5. (original) A headliner assembly as set forth in claim 4 wherein said core layers and said bi-component layer include high melt fibers and low melt fibers.

6. (original) A headliner assembly as set forth in claim 5 wherein said assembly is 100 percent recyclable.

7. (canceled)

8. (canceled)

9. (canceled)

10. (canceled)

11. (canceled)

12. (new) A headliner assembly as set forth in claim 6 wherein said fibers of said core layer are orientated vertically.